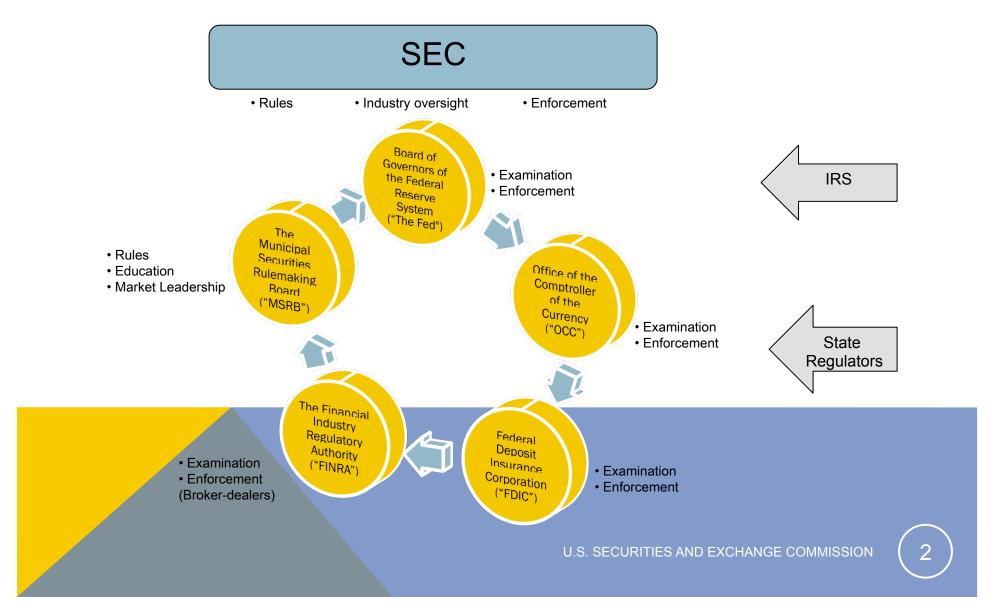




DISCLAIMEN

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WHO WE ARE: MUNICIPAL SECURITIES MARKET REGULATORS



Securities Act of 1933

- Primary Market Regulation
- Section 17(a) Anti-fraud

Securities Exchange Act of 1934

- Establishes the SEC
- Secondary Market Regulation
- Section 10(b) Anti-fraud
- Rule 10b-5
- Section 15B Municipal Securities
- Rule 15c2-12

Securities Acts Amendments of 1975

• Establishes the Municipal Securities Rulemaking Board ("MSRB")

Tower Amendment

 Prohibits the SEC and MSRB from requiring issuers to register offerings and prohibits the MSRB from requiring issuer filings

Dodd-Frank Act

Expands the SEC and MSRB's jurisdiction and mission

WHY ARE WE HERE TODAY?

To Bridge The Gap Between Officials In Municipalities That Infrequently Access The Municipal Bond Markets And to Provide Them With The Information They Need To Know Before Entering Into the Bond Market.

We will cover:

- Options for entering the bond market
- Putting together your financial team
- How to avoid fraud and abuse
- Best practices

RESULTS OF FRAUDULENT BOND OFFERINGS

In recent years, the SEC has pursued a number of municipal securities enforcement actions. These enforcement actions have exposed the following consequences of fraudulent bond offerings:

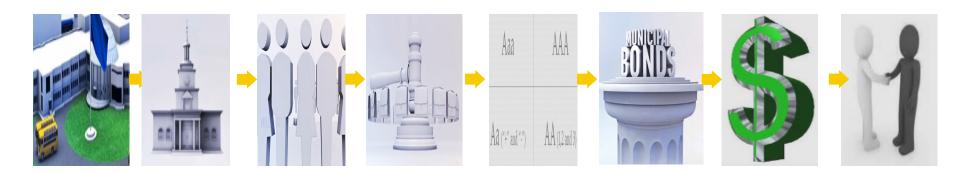
- Inaccuracies in the primary disclosure document accompanying the issuer's offering of a bond caused a municipality to raise taxes on its citizens;
- A fraudulent bond offering led to an uncompleted public works project;
- Failure to disclose to investors changes in the scope of a project led to debt payments that strained the budget of a small municipality; and
- The failure of a municipal advisor to disclose a conflict of interest with the underwriters caused a municipality to enter into a bond offering that may not have been in its best interest.

OUR PROPOSED SOLUTION

To minimize the fraud and abuse of municipal officials in municipal securities transactions by equipping them with: the basic municipal securities information they need to understand before entering into a bond transaction; information regarding the municipal securities educational materials and resources that are available to them; and the materials they can use to research and evaluate their municipal securities transaction team before entering in a bond transition.

OVERVIEW OF THE MUNICIPAL PROCESS
OVERVIEW OF THE MARKET AND THE PROCESS
OVERVIEW OF THE MARKET AND THE PROCESS

OVERVIEW OF THE BOND ISSUANCE PROCESS



Identify the capital project need

Obtain approval from the governing body or citizens if necessary Assemble the financing team Develop a legal and finance structure Obtain a securities rating (if desired)

Market the securities to investors

Price the securities

Close the securities

WHAT IS THE MUNICIPAL SECURITIES MARKET?

Municipal Securities Market: The market through which municipalities issue bonds and investors buy bonds.

- The market consists of a primary market, where issuers sell securities for the first time, and a secondary market, where existing securities that have already been issued in a public or private offering are sold and bought among investors or traders, usually on a securities exchange, or over-the-counter.
- First time issuers operate solely in the primary market, thus the focus of this PowerPoint presentation.

WHAT IS A MUNICIPAL BOND?

A municipal bond is a type of debt security issued by or on behalf of a state or its political subdivision, or an agency or instrumentality of a state, its political subdivision, or a municipal corporation.

- A security is a financial instrument that represents either equity (ownership in a corporation) or debt (a loan to a corporation or governmental entity).
- Investors loan money to the governmental entity.
- The governmental entity pays the principal to the investor plus interest.

THERE ARE TWO GENERAL TYPES OF MUNICIPAL BONDS

General Obligation Bonds ("GO Bonds")

- Typically backed by full faith and credit and taxing powers of governmental entity
 - Local Property taxes
 - States Income and sales
- More diverse credit structure
- Requires taxing authority
- Voter approval
 - Unlimited Tax backed by full faith and credit
 - Limited Tax only specific taxes are pledged
- Finances capital improvements
- Typically treated as unsecured credit in bankruptcy proceedings

Revenue Bonds

- Backed by specific revenue stream or revenues generated by a project
- Matches sources of payment for bonds to the project financed
- Users pay cost of project and financing
- Variety of revenues could be pledged to pay debt service.
- Covenants could limit bonding capacity
- Debt service coverage requirements
- Typically treated as secured credit in bankruptcy proceedings

WHY ISSUE A MUNICIPAL BOND?

States and local governments issue *debt* to raise funds which are generally used to finance public projects



Yankee Stadium Parking Structure



Children's Mercy Hospital



BWI Airport

This includes:

Land

Buildings

Improvements

Easements

Equipment

Vehicles

Library Books

Machinery

Any physical public betterment or improvement, the acquisition of property of a permanent nature, or the purchase of equipment* and includes:

- ✓ Cost of any preliminary plans, studies and surveys
- ✓ Cost of any professional fees, printing, engraving, document production, publication notices, taking title, bond insurance, and interest during construction
- ✓ Reimbursement for any such costs

*District of Columbia Home Rule Act, §103

WHY ARE MUNICIPAL BONDS ATTRACTIVE TO INVESTORS?

Interest on municipal securities is generally excluded from the gross income of the holder for federal income tax purposes

Income tax laws of most states also exempt interest on the securities of issuers within those states

A state may also exempt interest paid by another state's municipal securities

Some municipal securities may be taxable and in some cases an alternative minimum tax (AMT) may apply to some bonds for some taxpayers

• The AMT attempts to ensure that individuals and corporations that benefit from certain exclusions pay at least a minimum amount of tax.*

*Tax Topic 556 – Alternative Minimum Tax, http://www.irs.gov/taxtopics/tc556.html

TAX EXEMPTION

Value to the investor: A tax-free investment may result in the same income as a higher-yield taxable investment (*if* all else is equal, such as risk of default)

Value to the municipality: Enables the municipality to borrow at a lower cost than if its bonds were taxable

POTENTIAL RISKS FOR INVESTORS AND MUNICIPALITIES

Legislative Risk

 The risk that a change in the tax code could affect the value of taxable or tax-exempt interest income

Default Risk

 The risk that the municipality will be unable to make interest or principal payments as they become due

Call Risk

The risk that a callable bond may be redeemed by the issuer prior to maturity

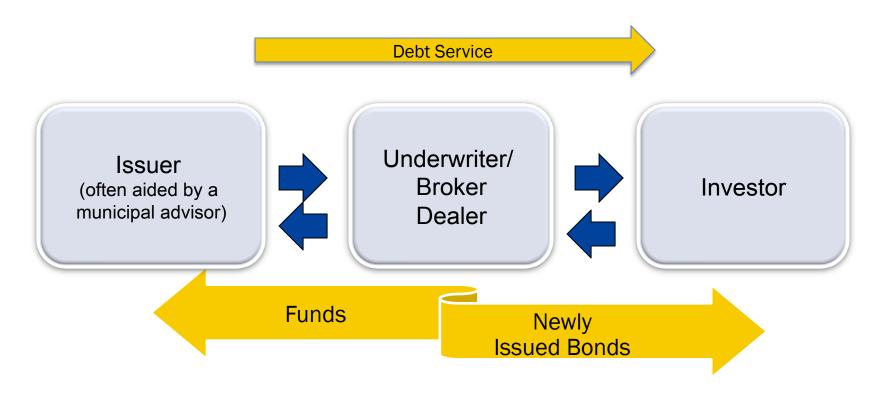
Interest Rate Risk

The risk of interest rate fluctuations

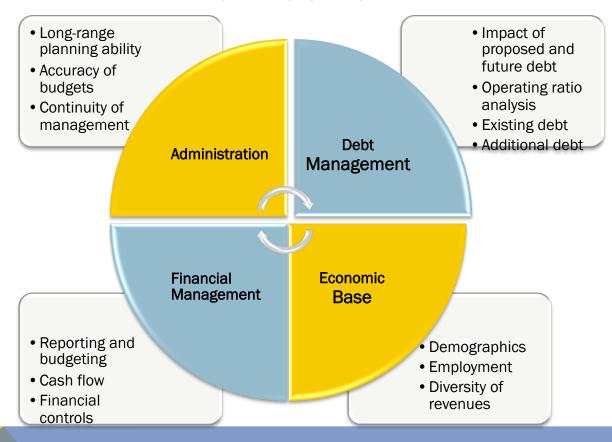
Liquidity Risk

The risk that there may not be a significant market for the purchase and sale of the bond

THE MECHANICS OF MUNICIPAL DEBT OFFERING

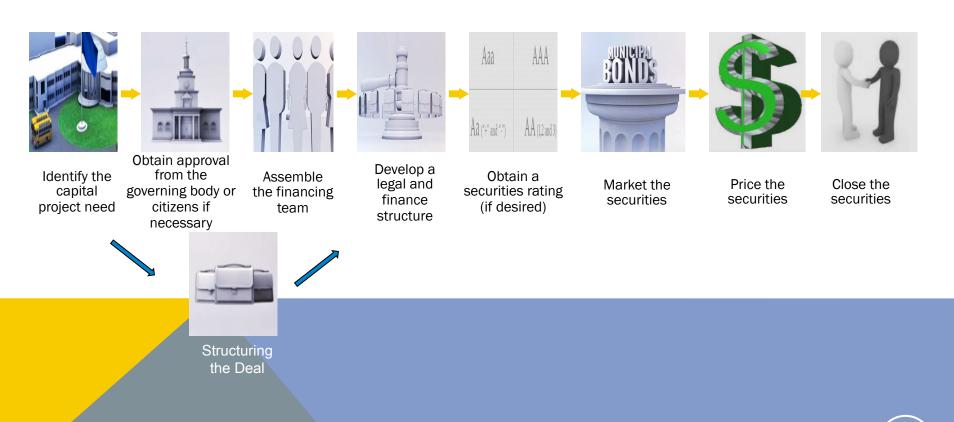


CONSIDERATIONS – ASSESSING ABILITY AND WILLINGNESS TO PAY



THE OFFERING PROCESS

THE BOND OFFERING PROCESS – STRUCTURING THE BOND DEAL



THE FINANCING TEAM



Credit Enhancers Rating Agencies Feasibility Consultant

THE FINANCING TEAM

Issuer (The Municipality)

- A state, territory, political subdivision, municipality or governmental agency or authority that raises funds through the sale of municipal securities.
- Sets and implements debt management policy.
- Defines financing requirements.
- Selects and manages the financing team.

Municipal Advisor

- Provides advice to or on behalf of municipal entities or obligated persons on the issuance of municipal securities or municipal financial products.
 - May also be a person that undertakes a solicitation of a municipal entity.

Bond Counsel

- Represents the legal interest of bond holders.
- Drafts the governing documents and provides tax-exempt bond opinion.

UNDERWRITER/ BROKER-DEALER

Underwriter/ Broker-Dealer

- Municipal securities dealer that purchases municipal securities from the issuer and sells them
 to investors (or may act as placement agent places securities with investors).
- A municipal securities offering may be underwritten by a sole underwriter or a syndicate

Syndicate

- A group of underwriters formed to purchase a new issue of municipal securities from the issuer and offer it for resale to the general public
- Organized for the purposes of:
 - sharing the risks of underwriting the issue
 - obtaining sufficient capital to purchase an issue
 - broadening the distribution channels of the issue to the investing public
- Composed of a senior manager and co-managers

UNDERWRITER / BROKER-DEALER COMPENSATION – GROSS SPREAD

In the primary market, underwriters are paid by the issuer out of the proceeds of the bond sale. This compensation is called the gross spread which has three distinct components.

Management Fee

Takedown

Expenses

Compensation payable to the senior manager for structuring the issue and managing the syndicate Compensation payable to the selling firms

Compensation payable to the manager for out-of-pocket expenses such as postage, travel, etc.

THE FINANCING TEAM – OTHER PARTICIPANTS

Underwriter's Counsel

- Represents the underwriters in a negotiated issue, may prepare the official statement.
- Conducts due diligence on the issuer's offering documents.

Disclosure Counsel

Advises as to required disclosures in a municipal securities issuance.

Trustee

- Acts in a fiduciary role for the benefit of security holders in enforcing the terms of the trust indenture.
- Transmits the principal and interest from the issuer to the security holders.

THE FINANCING TEAM – OTHER PARTICIPANTS

Feasibility Consultant

- Writes the feasibility report prepared for revenue bond sales.
- The feasibility report is a report or study detailing the economic practicality of and the need for a proposed program, service or project. It frequently analyzes the market or demand for the program, project or service being considered, historical revenues and expenditures for the same or comparable facilities, and, based upon assumptions, makes forecasts or projections of financial performance or other operating statistics. The feasibility study may include a user or other rate analysis to provide an estimate of revenues that will be generated for the purpose of substantiating that debt service can be met from pledged revenues. In addition, the feasibility study may provide details of the physical, operating, economic or engineering aspects of the proposed project, including estimates of or assumptions regarding construction costs, completion dates and drawdown schedules.*

Rating Agencies

 Assign and periodically update ratings, which are opinions about the credit quality of an issue and the ability and willingness of an issuer to meet its financial obligations.

Credit Enhancers

*See Municipal Securities Rulemaking Board, MSRB Glossary, available at http://www.MSRB.org/Glossary.aspx

FIVE QUESTIONS TO ASK YOUR MUNICIPAL ADVISOR

- (1) What professional licenses/accreditations do your employees hold, if any (e.g., CPA, JD, Series 7, Series 24, Series 50- required for Municipal Advisors as of September 12, 2017 pursuant to MSRB Rule G-3)?
- (2) What other educational and/or industry <u>training</u> do your representatives and principals have that has provided them with the skills to provide municipal advisory services to my municipality?
- (3) What types of services has your firm provided and currently provides to its municipal entity and obligated person clients (e.g. Preparing an RFP? Continuing disclosure work? Helping issuers and obligated person determine the method of sale competitive versus negotiated? Remarketing services?)?
- (4) What type of transactions has your firm participated in as a municipal advisor (e.g. general obligation bonds, land-secured bond issuances, hospital/health care bond deals, conduit borrower deals, etc.)?
- (5) Has your firm and/or any affiliated persons of entities of your firm been involved in any threatened, pending or settled complaints, litigation or arbitrations, including an out of court or informal settlement?

PUTTING TOGETHER THE FINANCING TEAM: CONSIDERATIONS

Experience and market reputation (e.g. reputation with other municipalities)

Familiarity with region and type of desired financing structure

Firm representatives assigned to transaction team

Availability

Any previous or current criminal and/or civil securities history

Fees / Compensation (e.g. contingent, hourly)

Minority Business Enterprise/Women's Business Enterprise ("MBE/WBE") Participation

Established relationships with other members of transaction team

FINANCING TEAM: ADDITIONAL CONSIDERATIONS WHEN STRUCTURING THE DEAL

Members of the deal team work together to establish a plan of finance for the bond transaction

- Types of securities to be issued
- Principal amount of the offering
- Coupon and interest rate features
- Debt service schedule

- Redemption features
- Ratings
- Credit enhancements
- Priority provisions
- Tax status
- Maturity structure

RESEARCHING FINANCIAL STATEMENT RESEARCHING FINANCIAL STATEMENT REPROPERSIONAL STATEMENT REPORTED FOR STATEMENT REPORT OF THE PROPERTY OF THE PRODUCTS

OUTSIDE OF A BOND TRANSACTION, IF SELECTING A BROKER DEALER OR INVESTMENT ADVISER FOR INVESTMENT PURPOSES

It is generally illegal for someone to offer investments without being registered

Ask and Check:

- ASK if they are licensed to sell the investment and if the product is registered.
- CHECK that they are licensed and the product is registered.

Check Out your Investment Professional!

Underwriters/Broker-Dealers register with FINRA and/or the SEC:

Investment advisers register with states or the SEC:

Municipal Advisors register with the MSRB and the SEC:

 Check to see if they are all registered and their disciplinary history.

RESEARCH YOUR FINANCIAL PROFESSIONALS

Professional or Product Type	Check	URL and Phone
Broker-Dealers and Municipal Securities Dealers	MSRB Registration Status	http://www.msrb.org/ BDRegistrants.aspx
Municipal Advisor Firms and Their Associated Series 50 Qualified Representatives	MSRB Registration Status	http://www.msrb.org/ MARegistrants.aspx
Municipal Advisor Firms and Their Associated Representatives	Series 50 Professional Credentials	http://www.msrb.org/ MARegistrants.aspx

CHECK OUT YOUR FINANCING TEAM

Professional or Product Type	Check	URL and Phone
Broker-Dealer	Professional Background and Complaint History	https://brokercheck.finra.org/
Municipal Advisor	Background	https://www.sec.gov/edgar/ searchedgar/ companysearch.html
Bank Dealer	Federal Deposit Insurance Corporation	https://www.fdic.gov/
	Federal Reserve System	https://www.federalreserve.gov/
	Office of the Comptroller of the Currency	https://www.occ.treas.gov/

HOW TO FILE A MUNICIPAL MARKET COMPLAINT

The MSRB protects investors, state and local governments and other municipal entities, and the public interest by promoting a fair and efficient municipal securities market. MSRB rules govern the professional conduct of brokers, dealers, municipal securities dealers and municipal advisors. Complaints about these financial professionals may be directed to the regulatory authorities listed below (please see link) or to the MSRB, which will direct the complaint to the appropriate authority. Call or email the MSRB at 202-838-1330 or complaints@msrb.org

http://www.msrb.org/Rules-and-Interpretations/File-a-Complaint.aspx

DRAFTING THE DOCUMENTS

LLS SECURITIES AND EXCHANGE COMMISSION

THE OFFERING PROCESS – DRAFTING THE DEAL DOCUMENTS



THE DEAL DOCUMENTS:

Fixed Rate Offering Documents

- Preliminary Official Statement
 - •Financial Statements
 - Feasibility Study
- Official Statement
- •Bond Purchase Agreement ("BPA") or Contract of Purchase
- Blue Sky Survey

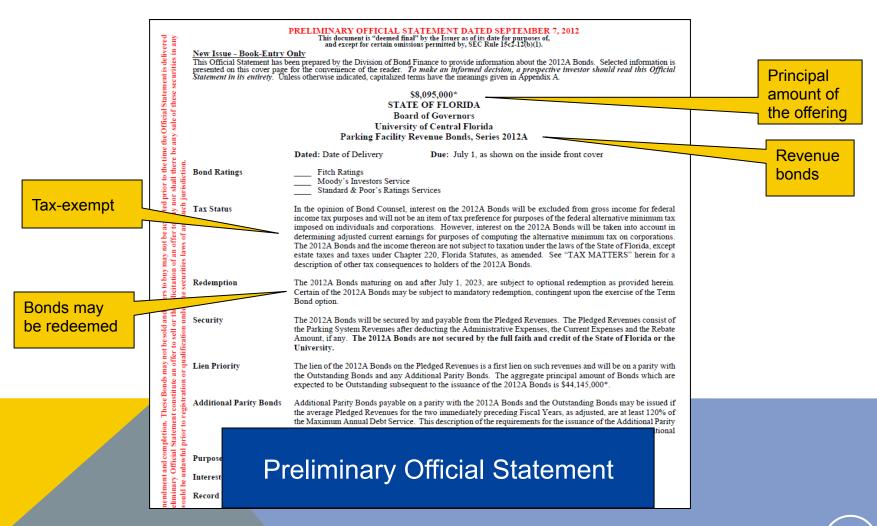
Basic Legal Documents

- Trust Indenture
- Bond Resolution authorizing the financing
- Tax Equity and Fiscal Responsibility Act of 1982 ("TEFRA") Approval Certificate, if applicable
- Loan Agreement, if applicable
- Continuing Disclosure Agreement
- Tax Certificate
- Request to authenticate and deliver bonds
- IRS Form 8038
- Legal Opinions
 - Bond Counsel
 - Underwriter's Counsel

Variable Rate Offering Documents

- Remarketing Agreement
- Letter of Credit
- Stand-by Purchase Agreement
- Reimbursement Agreement
- Official Statement

CASE STUDY: STATE OF FLORIDA BOARD OF GOVERNORS



CASE STUDY: STATE OF FLORIDA BOARD OF GOVERNORS (CONT.)

MATURITY STRUCTURE					
Initial CUSIP®	Due Date	Principal Amount*	Interest Rate	Price or <u>Yield</u>	First Optional Redemption <u>Date and Price</u>
	July 1, 2013	\$240,000			-
	July 1, 2014	325,000			-
	July 1, 2015	330,000			-
	July 1, 2016	335,000			-
	July 1, 2017	345,000			-
	July 1, 2018	350,000			-
	July 1, 2019	360,000			-
	July 1, 2020	365,000			-
	July 1, 2021	380,000			-
	July 1, 2022	390,000			-
	July 1, 2023**	400,000			July 1, 2022 @ 100%
	July 1, 2024**	410,000			July 1, 2022 @ 100
	July 1, 2025**	425,000			July 1, 2022 @ 100
	July 1, 2026**	440,000			July 1, 2022 @ 100
	July 1, 2027**	455,000			July 1, 2022 @ 100
	July 1, 2028**	475,000			July 1, 2022 @ 100
	July 1, 2029**	490,000			July 1, 2022 @ 100
	July 1, 2030**	505,000			July 1, 2022 @ 100
	July 1, 2031**	525,000			July 1, 2022 @ 100
	T-1 1 0020**	550,000			Tul- 1 2022 @ 100

Serial bonds

Preliminary Official Statement

THE OFFICIAL STATEMENT CONTAINS THE KEY INFORMATION REGARDING THE OFFERING

AND THE MUNICIPAL SECURITIES

The Official Statement, also referred to as the offering memorandum or private placement memorandum, is the document used by the underwriter and syndicate to sell bonds to buyers

- Terms of bonds
- Source of payment for the bonds
- Purpose of the bond issue
- Sources and uses of bond proceeds and other money
- Summary of important terms of the legal documents for the bond issue
- Continuing Disclosure Agreement

Final official statement for the State of Florida Board of Governors revenue bond issuance

\$7,860,000 STATE OF FLORIDA Board of Governors University of Central Florida Due: July 1, as shown on the inside front co In the opinion of Bond Counsel, interest on the 2012A Bonds will be excluded from gross income for federal income to non equinot of zelonal counters, interest on the 2-1/2. Account with or efficient and many gross account for steeres increase the purposes and will not be an item of tax predeference for purposes of the federal site institute minimum to improve of individuals and corporations. However, interest on the 2012-A Bonds will be taken into account in determining adjusted current earnings for purpose of companing the alternative minimum tax on corporations. The 2012-Bonds and the increase thereon are not subject to textation under the laws of the State of Florida, except estates taxes and taxes in Capter 220, Fordin Samites, as smeaded See "TAXMASTIES" benefit for a description of other arc consequence. The lien of the 2012A Bonds on the Pledged Revenues is a first lien on such revenues and will be on a parity with the Outstanding Bonds and any Additional Parity Bonds. The aggregate principal amount of Bonds which will be subsequent to the issuance of the 2012A Bonds is \$43,910,000. Additional Parity Bonds payable on a parity with the 2012A Bonds and the Outstanding Bonds may be issued if the average Piedged Revenues for the two immediately preceding Fiscal Years, as adjusted, are at least 120% of the Maximum average Pledged Revenues for the two immediate Annual Debt Service. This description of the r pary of the complete requirements. See "SECURITY FOR THE 2012A BONDS - Additional Parity Bonds" herein Purpose Proceeds will be used to finance a portion of the 2012A Project and to pay costs of issuance Interest Payment Dates January 1 and July 1, commencing January 1, 2013. Record Dates December 15 and June 15. The 2012A Bonds will initially be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). Individual parchases will be made in bool-entry form only through Direct Participants (defined berein) in denominations of \$1,000 and integral multiplies thereof. Purchasers of the 2012A Bonds will not receive physical delivery of the 2012A Bonds. See "DESCRIPTION OF THE 2012A BONDS" herein. It is anticipated that the 2012A Bonds will be available for delivery through the facilities of DTC in New York, New York on October 18, 2012. Closing/Settlemen Bond Registrar/ Paying Agent U.S. Bank Trust National Association, New York, New York Bond Counsel Bryant Miller Olive P.A., Tallahassee, Florida Division of Bond Finance. (850) 488-4782, bond@sbafla.com The 2012A Bonds will mature on the dates and bear interest at the rates set forth on the inside front cover

FUNDAMENTAL ELEMENTS OF A BOND

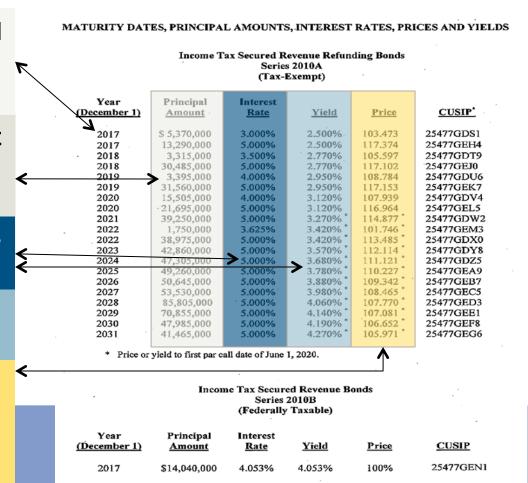
Maturity: the date the principal amount becomes due and payable

Principal Amount: Par amount that must be paid at maturity

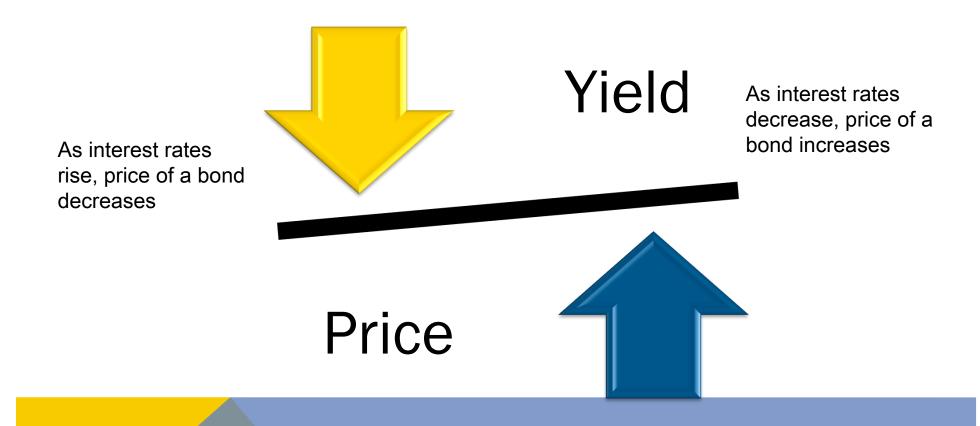
The coupon: bond interest rate

Yield: the annual rate of return on the investment

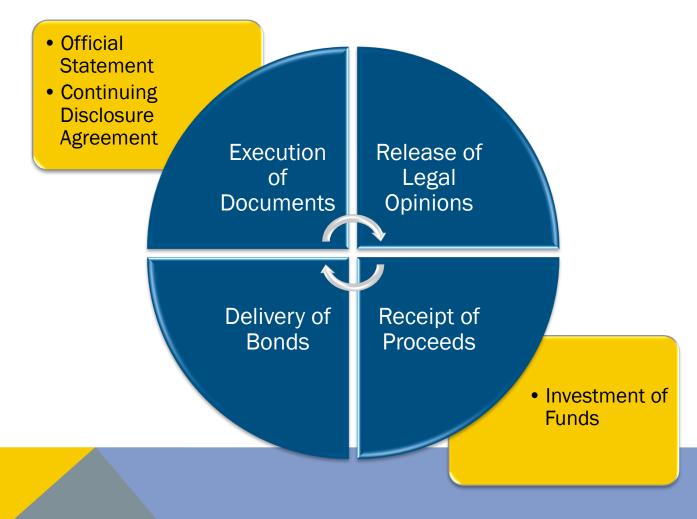
Price: the amount paid for a bond, usually expressed as a percentage of par



PRICE AND YIELD



CLOSING



CONTINUING DISCLOSURE

SEC Rule 15c2-12 requires underwriters/broker-dealers:

- to receive and review an issuer's "deemed" final official statement prior to bidding, purchasing, offering or selling the issuer's securities
- to disseminate preliminary and final official statements prepared by issuers of most primary offerings of municipal securities
- to determine that an issuer or obligated person has entered into a Continuing Disclosure
 Agreement to provide continuing disclosures to the MSRB's EMMA® website
 - event disclosures
 - annual financial and operating data

WEBSITE AND INFORMATION

DESCRIPTION OF WEBSITE

Navigating the Municipal Securities Market Website: https://www.sec.gov/munied

Contains information and resources for municipal officials that are thinking about raising money through a bond issuance:

- Introduction to the Municipal Bond Market
- Where can Municipal Officials Obtain Information About Municipal Bonds?
- Protecting Your Municipality
- Research Your Financial Professionals
- What Are Some of the Risks Utilizing Municipal Bonds for Capital?
- What Other Factors Should You Consider Before Utilizing Municipal Bonds?

RESOURCES

The SEC's Office of Municipal Securities (OMS)- https://www.sec.gov/municipal

The Municipal Securities Rulemaking Board (MSRB) - http://www.msrb.org/

The Financial Industry Regulatory Authority (FINRA)- http://www.finra.org/

Government Finance Officers Association (GFOA)- http://gfoa.org/

National Association of Municipal Advisors (NAMA)- http://www.municipaladvisors.org/

Securities Industry and Financial Markets Association (SIFMA)- http://www.sifma.org/

National Association of Bond Lawyers (NABL)- https://www.nabl.org/

National Association of Municipal Analysts (NFMA)- http://www.nfma.org/

Bond Dealers of America (BDA)- https://www.bdamerica.org/

REPORTING FRAUD OR ABUSE TO THE U.S. SECURITIES AND EXCHANGE COMMISSION

SEC's Tips, Complaints and Referrals:

https://denebleo.sec.gov/TCRExternal/disclaimer.xhtml

SEC's Online Investor Complaint Form

https://www.sec.gov/oiea/Complaint.html